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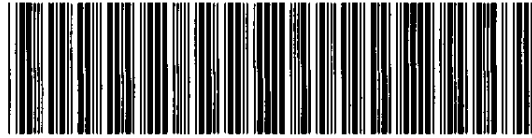
(Business Entity Name)

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*Amend*

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**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Pulmonary Consultants of  
Southwest Florida, P.A.

Thank you  
☺

Signature

Requested by:

Name

Date

Time

Walk-In

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- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
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- Merger File
- Art. of Amend. File
- RA Resignation
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- Cert. Copy
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- Certificate of Fictitious Name
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FLORIDA DEPARTMENT OF STATE  
Division of Corporations  
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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

November 10, 2008

Capital Connection, Inc.  
417 E. Virginia Street  
Suite 1  
Tallahassee, FL 32301

SUBJECT: PULMONARY CONSULTANTS OF SOUTHWEST FLORIDA, P.A.  
Ref. Number: P0000076212

We have received your document for PULMONARY CONSULTANTS OF SOUTHWEST FLORIDA, P.A. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

The amendment must be adopted in one of the following manners:

**(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.**

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

**(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.**

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey  
Regulatory Specialist II

Letter Number: 108A00056734

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Pulmonary Consultants  
of Southwest Florida

- \_\_\_\_\_ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
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- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

Signature \_\_\_\_\_

Requested by: Seth 11/18 9:00  
Name Date Time

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2008 NOV 18 PM 1:04

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDMENT TO THE ARTICLES OF INCORPORATION**

**OF**

**PULMONARY CONSULTANTS OF SOUTHWEST FLORIDA, P.A.**

The undersigned does hereby execute these Articles of Incorporation for the purpose of becoming a corporation organized under the laws of the State of Florida, by and under the provisions of the Statutes of said State providing for the formation, liability, rights, privileges and immunities of a corporation. On November 4, 2008, the number of votes cast for the amendment by the shareholders was sufficient for approval.

**ARTICLE I**

The name of this corporation shall be:

PULMONARY CONSULTANTS OF SOUTHWEST FLORIDA, P.A.

**ARTICLE II**

(Duration)

The corporation is to commence its corporate existence on the date of filing these Articles of Incorporation with the Florida Department of State and shall exist perpetually thereafter until dissolved according to law.

**ARTICLE III**

(Purpose)

The professional service corporation is formed to engage in every phase and aspect of the practice of medicine. In addition, the corporation may invest the funds of the professional service corporation in real estate, mortgages, stocks, bonds, or any other type of investments and own real and personal property necessary for the rendering of professional services.

**ARTICLE IV**

(Stated Capital)

The corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common stock. None of the shares of the professional service corporation may be issued to anyone other than a professional corporation, a professional limited liability company, or an individual duly licensed or authorized to render the same specific professional services as those for which the professional service corporation was incorporated. No shareholder of the professional service corporation may enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of that person's stock.

Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and non-assessable.

#### **ARTICLE V**

(Preemptive Rights)

Every Shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his or her pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VI**

(Board of Directors)

All corporate powers and business affairs of the corporation shall be exercised by and

managed under the direction of a Board of Directors.

The name and street address of the members of the Board of Directors, who, subject to the Bylaws of the Corporation, shall hold office until their successors are elected or appointed and have qualified are as follows:

<b>NAMES</b>	<b>ADDRESS</b>	<b>POSITION</b>
Antony Mathew, M.D.	708 Del Prado Blvd., Ste. 9 Cape Coral, FL 33990	President/Director
Timothy C. Keys, M.D.	708 Del Prado Blvd., Ste. 9 Cape Coral, FL 33990	Vice President/ Director
Joseph C. Daley, III, M.D.	708 Del Prado Blvd., Ste. 9 Cape Coral, FL 33990	Secretary/Director

#### **ARTICLE VII**

(Principal Office)

The principal office and mailing address of this corporation is 708 Del Prado Blvd., Ste. 9, Cape Coral, FL 33990.

#### **ARTICLE VIII**

(Initial Office and Registered Agent)

The street address of the registered office of the corporation is 708 Del Prado Blvd., Ste. 9, Cape Coral, FL 33990.

The name of the Registered Agent of this corporation at that office is Antony Mathew, M.D.

#### **ARTICLE IX**

(Incorporator)

The name and street address of the person signing these Articles of Incorporation is:

Antony Mathew, M.D.

708 Del Prado Blvd., Ste. 9,  
Cape Coral, FL 33990

## **ARTICLE X**

(Bylaws)

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any Bylaws adopted by the Shareholders if the Shareholders provide that the Bylaws shall not be altered, amended or repealed by the Board of Directors.

## **ARTICLE XI**

(Restraint on Alienation of Shares)

The shareholders of the professional service corporation shall have the power to include in the Bylaws, or by separate agreement adopted by a majority of the shareholders of the professional service corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the professional service corporation by any of its shareholders, or in the event of the death of any of its shareholders. No shareholder of the professional service corporation may sell or transfer stock in the corporation except to the corporation or to another professional corporation, professional limited liability company, or individual, each of which must be eligible to be a shareholder of the professional service corporation.

## **ARTICLE XII**

(Amendment)

These Articles of Incorporation may be amended at any time by a vote of the majority of



the voting stock of the corporation outstanding, at any regular meeting of the Shareholders or at any special meeting of the Shareholders called for that purpose.

**ARTICLE XIII**

(Special/Regular Meetings)


Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone, as provided by law, but regular meetings of the Board of Directors must be attended in fact, in person by each Director.

**ARTICLE XIV**

(Miscellaneous)

No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

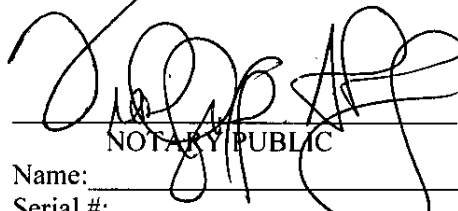
**IN WITNESS WHEREOF**, the undersigned has made and subscribed these Articles of Amendment to the Articles of Incorporation for the uses and purposes aforesaid this 4<sup>th</sup> day of November, 2008.

  
\_\_\_\_\_  
Antony Mathew, M.D., President/Director

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing was acknowledged before me this 4<sup>th</sup> day of November, 2008, by Antony Mathew, M.D., who is personally known to me or who has produced \_\_\_\_\_ as identification.



  
\_\_\_\_\_  
NOTARY PUBLIC  
Name: \_\_\_\_\_  
Serial #: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

**ACCEPTANCE BY REGISTERED AGENT**

I, Antony Mathew, M.D., having been named as Registered Agent to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation, hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated this 4<sup>th</sup> day of November, 2008.

  
\_\_\_\_\_  
Antony Mathew, M.D.